

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹⁾ Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

**SUMMARIZED INTERIM FEE APPLICATION OF STEPTOE & JOHNSON LLP FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS SPECIAL TAX COUNSEL TO W. R. GRACE & CO., ET AL., FOR
THE MONTHLY INTERIM PERIOD
FROM SEPTEMBER 1, 2010-SEPTEMBER 30, 2010
THE QUARTER OF JULY -SEPTEMBER 2010**

Name of Applicant: **Steptoe & Johnson LLP**

Authorized to Provide Professional Services to: **W.R. Grace & Co. et al. Debtors and Debtors in Possession**

Date of Retention: **Order entered January 28, 2002 effective as of July 1, 2001**

Period for Which Compensation and Reimbursement is Sought: **September 1, 2010-September 30, 2010**

Objection Deadline: **December 3, 2010**

Total Amount of Fees Sought as Actual, Reasonable and Necessary for Applicable Period: **\$7,693.00**

Total Expense Reimbursement Sought as Actual, Reasonable and Necessary for Applicable Period: **\$1.10**

80% of Fees Sought as Actual, Reasonable and Necessary for Applicable Period: **\$6,154.40**

Total Amount of Holdback Fees Sought for Applicable Period: **\$1,538.60**

This is a X monthly X interim ___ final application.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The total time expended for the preparation of this application is approximately 1 hour, and the corresponding estimated compensation that will be requested in a future application is approximately \$500.00.

The history of the prior applications by Steptoe & Johnson is as follows:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees (80%)	Approved Expenses	Holdback Fees
03/29/02	07/01/01 – 07/31/01	\$57,542.50	\$3,135.22	\$46,034.00	\$3,032.12	\$10,574.62
03/29/02	09/01/01 – 09/30/01	\$75,710.50	\$4,130.52	\$60,568.40	\$4,077.17	\$15,142.10
03/29/02	11/01/01 – 11/30/01	\$28,941.00	\$ 638.26	\$23,152.80	\$ 627.16	\$ 5,788.20
03/29/02	12/01/01 – 12/31/01	\$ 3,275.00	\$ 9.77	\$ 2,620.00	\$ 8.72	\$ 655.80
05/09/02	10/01/01 – 10/31/01	\$36,497.00	\$ 330.84	\$29,197.60	\$ 330.84	\$ 7,299.40
05/09/02	01/01/02 – 01/31/02	\$29,944.00	\$3,162.92	\$18,102.70	\$3,162.92	\$ 5,988.80
05/09/02	02/01/02 – 02/28/02	\$38,747.50	\$4,709.66	\$14,830.50	\$2,849.66	\$ 7,749.50
05/09/02	03/01/02 – 03/31/02	\$25,718.50	\$ 401.90	\$20,574.50	\$ 401.90	\$ 5,143.70
08/26/02	04/01/02 – 04/30/02	\$19,519.40	\$ 198.24	\$15,615.20	\$ 198.24	\$ 3,903.80
08/26/02	05/01/02 – 05/31/02	\$57,288.00	\$4,600.88	\$45,840.40	\$4,600.88	\$11,457.60
08/23/02	06/01/02 – 06/30/02	\$32,015.00	\$2,634.28	\$25,612.00	\$2,634.28	\$ 6,403.00
11/21/02	07/01/02 – 07/31/02	\$15,366.00	\$5,138.86	\$12,292.80	\$5,138.86	\$ 3,073.20
11/21/02	08/01/02 – 08/31/02	\$14,951.00	\$ 135.85	\$11,960.80	\$ 135.85	\$ 2,990.20
11/21/02	09/01/02 – 09/30/02	\$22,133.00	\$ 141.59	\$17,706.40	\$ 141.96	\$ 4,426.60
03/04/03	10/01/02 – 10/31/02	\$19,208.00	\$ 207.40	\$15,366.40	\$ 207.40	\$ 3,841.60
03/04/03	11/01/02 – 11/30/02	\$30,075.00	\$ 895.26	\$24,060.00	\$ 895.26	\$ 6,015.00
03/04/03	12/01/02 – 12/31/02	\$18,304.50	\$ 279.68	\$14,643.60	\$ 279.68	\$ 3,660.90
08/09/03	01/01/03 – 01/31/03	\$ 3,566.50	\$ 78.40	\$ 2,853.20	\$ 78.40	\$ 2,853.20
08/09/03	02/01/03 – 02/28/03	\$25,685.00	\$ 62.59	\$20,548.00	\$ 62.59	\$ 5,137.00
08/09/03	03/01/03 – 03/31/03	\$49,493.00	\$2,681.28	\$39,594.40	\$2,681.28	\$ 9,898.60
10/06/03	04/01/03 – 04/30/03	\$55,499.50	\$3,369.95	\$43,339.60	\$3,369.95	\$11,099.90
10/06/03	05/01/03 – 05/31/03	\$ 6,046.50	\$ 120.80	\$ 4,837.20	\$ 120.80	\$ 1,209.30
10/06/03	06/01/03 – 06/31/03	\$ 4,619.50	\$ 15.14	\$ 3,695.60	\$ 15.14	\$ 923.90
1/23/04	07/01/03 – 07/07/03	\$ 2,781.50	\$ 66.32	\$ 2,225.20	\$ 66.32	\$ 556.30
1/23/04	08/01/03 – 08/31/03	\$ 2,773.50	\$ 11.58	\$ 2,218.80	\$ 11.58	\$ 554.70
1/23/04	09/01/03 – 09/30/03	\$14,415.00	\$ 169.29	\$11,532.00	\$ 169.29	\$ 2,883.00
2/25/04	10/01/03 – 10/31/03	\$ 1,827.50	\$ 32.28	\$ 1,462.00	\$ 32.28	\$ 365.50
2/25/04	11/01/03 – 11/30/03	\$ 3,002.00	\$ 28.33	\$ 2,401.60	\$ 28.33	\$ 600.40
2/25/04	12/01/03 – 12/31/03	\$11,850.00	\$ 32.70	\$ 9,480.00	\$ 32.70	\$ 2,370.00
6/14/04	01/01/04 – 01/31/04	\$ 1,827.00	\$ 29.33	\$ 1,461.60	\$ 29.33	\$ 365.40
6/14/04	02/01/04 – 02/29/04	\$ 5,774.50	\$ 70.80	\$ 4,619.60	\$ 70.80	\$ 1,154.90
6/14/04	03/01/04 – 03/31/04	\$ 3,697.58	\$ 35.08	\$ 2,938.06	\$ 35.08	\$ 739.52
9/17/04	04/01/04 – 04/30/04	\$ 2,433.50	\$ 9.59	\$ 1,946.80	\$ 9.59	\$ 486.70
9/17/04	05/01/04 – 05/31/04	\$ 8,038.00	\$ 23.30	\$ 6,430.40	\$ 23.30	\$ 1,607.60
9/17/04	06/01/04 – 06/30/04	\$32,636.000	\$2,581.55	\$26,108.80	\$2,581.55	\$ 6,527.20
11/19/04	07/01/04 – 07/31/04	\$14,710.50	\$1,557.11	\$11,768.40	\$1,557.11	\$ 2,942.10
11/19/04	09/01/04 – 09/30/04	\$ 2,973.50	\$ 81.64	\$ 2,378.80	\$ 81.64	\$ 594.70
2/25/05	10/01/04 – 10/31/04	\$ 5,498.00	\$ 67.21	\$ 4,398.40	\$ 67.21	\$ 1,099.60
2/25/05	11/01/04 – 11/30/04	\$54,782.00	\$ 455.69	\$43,825.60	\$ 455.69	\$10,956.40
2/25/05	12/01/04 – 12/31/04	\$ 798.00	\$1,420.25	\$ 638.40	\$1,420.25	\$ 159.60
6/07/05	02/01/05 – 02/28/05	\$ 3,277.50	\$ 46.91	\$ 2,622.00	\$ 46.91	\$ 655.50
11/05/05	05/01/05 – 05/31/05	\$ 1,472.50	\$ 17.85	\$ 1,178.50	\$ 17.85	\$ 294.50
11/14/05	08/01/05 – 08/31/05	\$ 4,567.00	\$ 38.27	\$ 3,653.60	\$ 38.27	\$ 913.40
11/14/05	09/01/05 – 09/31/05	\$18,503.00	\$ 175.04	\$14,802.40	\$ 175.04	\$ 3,700.60
3/31/06	10/01/05 – 10/31/05	\$ 1,306.50	\$ 4.02	\$ 1,045.20	\$ 4.02	\$ 261.30
3/31/06	11/01/05 – 11/30/05	\$ 3,378.00	\$ 24.45	\$ 2,702.40	\$ 24.45	\$ 675.60
3/31/06	12/01/05 – 12/31/05	\$ 8,456.50	\$ 73.62	\$ 6,765.20	\$ 73.62	\$ 1,691.30

5/23/06	01/01/06 – 01/31/06	\$ 39,042.00	\$9,134.32	\$31,233.00	\$9,134.32	\$ 7,808.40
5/23/06	02/01/06 – 02/28/06	\$62,377.00	\$ 142.09	\$49,901.60	\$ 142.09	\$12,475.40
5/23/06	03/01/06 – 03/31/06	\$20,321.00	\$ 85.95	\$16,256.00	\$ 85.95	\$ 4,064.20
9/12/06	04/01/06 – 04/30/06	\$67,143.00	\$ 751.36	\$53,714.40	\$ 751.36	\$13,428.60
9/12/06	05/01/06 – 05/31/06	\$79,523.50	\$ 366.70	\$63,618.80	\$ 366.70	\$15,904.70
9/12/06	06/01/06 – 06/30/06	\$11,149.50	\$ 24.17	\$ 8,919.60	\$ 24.17	\$ 2,229.90
12/04/06	07/01/06 – 07/31/06	\$15,602.50	\$ 88.56	\$12,482.00	\$ 88.56	\$ 3,120.50
12/04/06	08/01/06 – 08/31/06	\$20,218.00	\$ 66.58	\$16,174.40	\$ 66.58	\$ 4,043.60
12/04/06	09/01/06 – 09/30/06	\$31,624.00	\$ 16.50	\$25,299.20	\$ 16.50	\$ 6,324.80
03/02/07	10/01/06 – 10/31/06	\$17,852.00	\$ 45.97	\$14,281.60	\$ 45.97	\$ 3,570.40
03/02/07	11/01/06 – 11/30/06	\$ 891.00	\$ 26.70	\$ 712.80	\$ 26.70	\$ 178.20
03/02/07	12/01/06 – 12/31/06	\$32,354.50	\$ 42.09	\$25,883.60	\$ 42.09	\$ 6,470.90
05/31/07	01/01/07 – 01/31/07	\$45,021.50	\$ 28.09	\$36,017.20	\$ 28.09	\$ 9,004.30
05/31/07	02/01/07 – 02/28/07	\$71,630.00	\$ 783.33	\$57,304.00	\$ 783.33	\$14,326.00
05/31/07	03/01/07 – 03/31/07	\$43,373.00	\$ 48.07	\$34,698.40	\$ 48.07	\$ 8,674.60
08/07/07	04/01/07 – 04/31/07	\$36,927.50	\$ 102.40	\$29,542.00	\$ 102.40	\$ 7,385.50
08/07/07	05/01/07 – 05/31/07	\$41,712.00	\$ 127.45	\$33,369.60	\$ 127.45	\$ 8,342.40
08/07/07	06/01/07 – 06/30/07	\$54,204.00	\$ 209.69	\$43,363.20	\$ 209.69	\$10,840.80
12/03/07	07/01/07 – 07/31/07	\$ 6,358.00	\$ 44.35	\$ 5,086.40	\$ 44.35	\$ 1,271.60
12/03/07	08/01/07 – 08/31/07	\$ 5,074.50	\$ 30.40	\$ 4,059.60	\$ 30.40	\$ 1,014.90
12/03/07	09/01/07 – 09/30/07	\$ 3,861.00	\$ 27.80	\$ 3,088.80	\$ 27.80	\$ 772.20
03/04/08	10/01/07 – 10/31/07	\$20,994.00	\$ 205.76	\$16,795.20	\$ 205.76	\$ 4,198.80
03/04/08	11/01/07 – 11/30/07	\$ 4,971.00	\$ 24.45	\$ 3,876.80	\$ 24.45	\$ 994.20
03/04/08	12/01/07 – 12/31/07	\$ 4,333.50	\$ 46.35	\$ 3,466.80	\$ 46.35	\$ 866.70
05/28/08	01/01/08 – 01/31/08	\$ 6,972.50	\$ 88.98	\$ 5,578.00	\$ 88.98	\$ 1,394.50
05/28/08	02/01/08 – 02/29/08	\$ 1,324.00	\$ 16.35	\$ 1,059.20	\$ 16.35	\$ 264.80
05/28/08	03/01/08 – 03/31/08	\$ 3,490.00	\$ 37.11	\$ 2,792.00	\$ 37.11	\$ 698.00
9/10/08	04/01/08–04/30/08	\$23,838.00	\$ 2.30	\$19,070.49	\$ 2.30	\$ 4,767.60
9/10/08	05/01/08–05/31/08	\$56,329.50	\$ 418.98	\$45,063.60	\$ 418.98	\$11,265.90
9/10/08	06/01/08–06/30/08	\$208,188.00	\$ 1,844.51	\$166,550.40	\$ 1,844.51	\$41,637.60
10/16/08	07/01/08 – 07/31/08	\$ 79,866.00	\$ 276.81	\$63,892.80	\$ 276.81	\$15,973.20
10/16/08	08/01/08 – 08/31/08	\$ 88,329.50	\$ 2,104.68	\$70,663.60	\$2,104.68	\$17,665.90
11/11/08	09/01/08 – 09/30/08	\$ 37,033.50	\$ 1,370.62	\$29,626.80	\$1,370.62	\$ 7,406.70
2/13/09	10/01/08 – 10/31/08	\$ 75,580.00	\$ 73.92	\$60,464.00	\$ 73.92	\$15,116.00
2/24/09	11/01/08 – 11/30/08	\$70,104.00	\$ 201.91	\$56,083.00	\$ 201.91	\$14,020.80
2/24/09	12/01/08 – 12/31/08	\$31,029.00	\$ 147.01	\$24,823.20	\$ 147.01	\$24,823.20
3/23/09	01/01/09 – 01/31/09	\$43,753.50	\$ 52.39	\$35,010.80	\$ 52.39	\$ 8,752.70
3/24/09	02/01/09 – 02/28/09	\$48,790.00	\$ 357.02	\$39,032.00	\$ 357.02	\$ 9,758.00
6/02/09	03/01/09 – 03/31/09	\$22,661.50	\$ 302.83	\$18,129.20	\$ 302.83	\$ 4,532.30
6/02/09	04/01/09 – 04/30/09	\$10,786.00	\$ 55.90	\$ 8,628.80	\$ 55.90	\$ 2,157.20
9/17/09	05/01/09 – 05/31/09	\$ 1,357.00	\$ 13.10	\$ 1,085.60	\$ 13.10	\$ 271.40
9/17/09	06/01/09 – 06/30/09	\$ 223.50	\$ 0	\$ 178.80	\$ 0	\$ 44.70
9/17/09	07/01/09 – 07/31/09	\$ 2,556.50	\$ 33.80	\$ 2,045.20	\$ 33.80	\$ 511.30
10/16/09	08/01/09 – 08/31/09	\$17,405.50	\$ 63.56	\$13,924.40	\$ 63.56	\$ 3,481.10
NONE	09/01/09 – 09/30/09	-	-	-	-	-
3/16/10	10/01/09 – 10/31/09	\$ 1,478.00	\$ 17.72	\$ 1,182.40	\$ 17.72	\$ 295.60
3/16/10	11/01/09 – 11/30/09	\$ 550.00	\$ 11.00	\$ 440.00	\$ 11.00	\$ 110.00
3/16/10	12/01/09 – 12/31/09	\$ 3,980.50	\$0	\$ 3,184.40	\$0	\$ 796.10
6/30/10	1/1/10 – 1/31/10	\$ 832.00	\$ 15.44	\$ 665.60	\$ 15.44	\$ 166.40
6/30/10	2/1/10 – 2/28/10	\$ 2,978.50	\$ 12.40	\$ 2,382.80	\$ 12.40	\$ 595.70
6/30/10	3/1/10 – 3/31/10	\$ 1,428.00	\$ 22.25	\$ 1,142.40	\$ 22.25	\$ 285.60
NONE	4/1/10 – 4/30/10	-	-	-	-	-
8/4/10	5/1/10 – 5/31/10	\$3,160.50	\$ 18.42	\$ 2,528.40	\$ 18.42	\$ 632.10
8/4/10	6/01/10 – 6/30/10	\$7,270.00	\$ 21.00	\$ 5,816.00	\$ 21.00	\$1,454.00
CURRENT	7/1/10 – 7/31/10	\$2,662.00	\$ 5.10	\$ 2,129.60	\$ 5.10	\$ 532.40
CURRENT	8/1/10 – 8/31/10	\$1,485.50	\$ 10.10	\$ 1,188.40	\$ 10.10	\$ 297.10
CURRENT	9/1/10 – 9/30/10	\$7,693.00	\$.10	\$ 6,145.40	\$.10	\$1,538.60

The S&J attorneys who rendered professional services in September 2010 are:

Name of Professional Person & Matter	Position with the Applicant	Number of Years As an Attorney	Department	Hourly 2010 Billing Rate	Total Billed Hours	Total Compensation
M. J. Silverman	Partner	Over 20	Tax	\$1,010.00	2.50	\$2,525.00
M.D. Lerner	Partner	Over 20	Tax	\$785.00	4.10	\$3,140.00
G. N. Kidder	Associate	Over 8	Tax	\$520.00	3.90	\$2,028.00

Compensation by Matter

Matter Number	Matter	Total Hours	Total Fees Requested
20	Case Administration	0	0
29	File, Docket, Calendar Maintenance	0	0
30	Hearings	0	0
32	S&J Fee Application, Preparation of	0	0
35	Other Fee Applications	0	0
38	Retention of Professionals/Fees	0	0
41	Tax Matters	0	0
42	Travel (1/2 total hours billed)	0	0
46	IRS Tax Litigation	10.50	\$7,693.00
	Total	10.50	\$7,693.00

Expense Summary – All attributable to subject matter 46 unless otherwise indicated.

Description	Amount
Online Research	0
Copies – Matter 32	.10
Copies – Matter 46	0
Hotel	0
Train Fare	0
Federal Express/Overnight Messenger	0
Facsimile	0
Conference Calls – Long Distance	0
Working Meals	0
Local Transportation/Messenger	0
Airfare	0
Total	.10

A detailed description of fees and expenses can be found at Exhibits A and B.

Nov. 3, 2010

Date:

Respectfully submitted,
STEPTOE & JOHNSON LLP

Anne E Moran

Anne E. Moran
1330 Connecticut Avenue, NW
Washington, DC 20036 (202) 429-6449

EXHIBIT A

Professional services rendered through: September 30, 2010

Matter No. 012046.00003 - TAX LITIGATION AUDIT ISSUE

09/10/10	M.D. Lerner	Call re replacement check for IRS refund.	0.50
09/10/10	M.D. Lerner	Draft letter IRS procedures	0.80
09/15/10	M.D. Lerner	Call re IRS service center efforts.	0.60
09/16/10	M.D. Lerner	Edit letter to Treasury and Form 1133.	1.50
09/16/10	M.D. Lerner	Call with C. Finke re Forms; call with client and bankruptcy counsel.	0.60
09/24/10	G.N. Kidder	Phone call with Carol Finke to discuss consolidated return question; research question re application of section 382 in consolidated returns and potential acquisition and liquidation of target company.	2.30
09/25/10	G.N. Kidder	Research question re application of section 382 in consolidated returns and potential acquisition and liquidation of target company; phone call with Mark Silverman to discuss analysis.	0.80
09/25/10	M.J. Silverman	Analyze acquisition and application of 382, 172 and step transaction; talk to Mr. Kidder re same.	1.50
09/27/10	G.N. Kidder	Phone call with Carol Finke to discuss consolidated net operating loss analysis; discuss follow-up question with Mark Silverman by e-mail.	0.80
09/27/10	M.J. Silverman	Section 382 – talk with Mr. Kidder re client issues.	1.00

Name	Hours	Rate	Value
M.J. Silverman	2.50	1,010.00	2,525.00
M.D. Lerner	4.10	785.00	3,140.00
G.N. Kidder	3.90	520.00	2,028.00
Total	10.50		7,693.00

Total Fees	\$7,693.00
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Disbursements:

Duplicating	.10
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Total Disbursements	\$.10
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Total Fees:	\$7,693.00
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Total Statement:	<u>\$7,693.10</u>
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EXHIBIT B

STEPTOE & JOHNSON LLP
Detail Cost Report

012046.00003 TAX LITIGATION AUDIT ISSUE

Cost Code	Date Date	Num.	Timekeeper Name Description	Quantity	Rate	Amount
=====						
LASR	08/17/10	07530	Wieczoreck, JoAnn	1.00	0.10	0.10
PC/Network Printing						
LASR	06/29/10	Total:		.10		
Total: 012046.00003 TAX LITIGATION AUDIT ISSUE				.10		